

From: Bert Diaz
To: Camilo Patrignani; Ted Hansen
Subject: RE: UPPM dialog?
Date: Friday, April 3, 2020 2:51:24 PM
Attachments: [L"Anse Warden Electric Company LLC Manager Resolutions \(appointment of new Officers 2020\).pdf](#)
[L"Anse Warden Electric Company LLC Member Resolutions \(appointment of new Managers\).pdf](#)

Camilo/Ted,

There is no need to amend LWEC's Operating Agreement.

Attached is the consents removing Steve, Fidel and Ted, and appointing Camilo.

Regards,

Bert Diaz
General Counsel

Libra Capital US, Inc.

Tel: +1 212 401 9333

[www.libra.com](#)

From: Camilo Patrignani <Camilo.Patrignani@libra.com>

Sent: Friday, April 03, 2020 3:43 PM

To: Ted Hansen <ted.hansen@convergenenergy.com>

Cc: Bert Diaz <Bert.Diaz@libra.com>

Subject: RE: UPPM dialog?

Hi Ted, thank you. Yes the citi account will work and we can discuss Monday.

Bert could you kindly help with this?

Thank you,

Camilo

From: Ted Hansen <ted.hansen@convergenenergy.com>

Sent: Friday, April 03, 2020 1:03 PM

To: Camilo Patrignani <Camilo.Patrignani@libra.com>

Subject: RE: UPPM dialog?

MESSAGE SENT FROM EXTERNAL SOURCE

Of course. Happy to talk on Monday.

As far as accounts go, we will need an updated Operating Agreement from Bert removing Steve Brooks and replacing with you. As far as accounts go, we have one account with BMO, and no dormant accounts. If you're looking for a dormant account, we have a Citi account with CE LLC. I'm not sure what your idea is, but my guess is that will be the better account to use. BMO scrutinizes the accounts very closely. But, let's discuss on Monday.

Ted Hansen
Tel: (920) 438-3835
Mob: (920) 427-5390

From: Camilo Patrignani <Camilo.Patrignani@libra.com>
Sent: Friday, April 3, 2020 11:10 AM
To: Ted Hansen <ted.hansen@convergenenergy.com>
Subject: RE: UPPM dialog?

Hi Ted, can we discuss this first? Monday 11am? Sorry I was not able to call today but we can discuss both this and the CT path fw?

Can you please send me the bank statements and provide me signatory access to all Iwec bank accounts pls? is there a dormant bank account? I have an idea over an initiative I'd like to share.

Tku

Camilo

From: Ted Hansen <ted.hansen@convergenenergy.com>
Sent: Friday, April 03, 2020 11:58 AM
To: Camilo Patrignani <Camilo.Patrignani@libra.com>
Cc: Zach Halkola <zach.halkola@pmpowergroup.com>
Subject: FW: UPPM dialog?

MESSAGE SENT FROM EXTERNAL SOURCE

Camilo, let us know when you have time next week to discuss this. Thanks!

Ted Hansen
Tel: (920) 438-3835
Mob: (920) 427-5390

From: Zach Halkola <zach.halkola@pmpowergroup.com>
Sent: Friday, April 3, 2020 9:41 AM
To: Ted Hansen <ted.hansen@convergenenergy.com>
Subject: UPPM dialog?

Ted/Camilo

When would you like to discuss UPPM next? I know we've all got a lot on our plate, but my board asked that I stay on top of this too.

Zachary J. Halkola
Chief Operating Officer
PM Power Group (WPEP, UPPM, WPCR)
P.O. Box 695
White Pine, MI 49971

Phone: 906-885-7905

Cell: 906-281-0891

Fax: 906-885-7400

Zach.Halkola@pmpowergroup.com

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**RESOLUTIONS ADOPTED
BY MANAGERS OF
L'ANSE WARDEN ELECTRIC COMPANY LLC**

The undersigned, all of the managers (the “Managers”) of L’Anse Warden Electric Company LLC, a Delaware limited liability company (the “Company”), hereby adopt the following resolutions by this written consent (the “Written Consent”).

RESOLVED, that effective as of January 31, 2020 Fidel Andueza is hereby removed as President of the Company, and be it further

RESOLVED, that effective as of January 31, 2020 Steven Brooks is hereby removed as Vice President of the Company, and be it further

RESOLVED, that effective as of January 31, 2020 Theodore Hansen is hereby removed as Vice President of the Company, and be it further

RESOLVED, that effective immediately the following individuals be, and they hereby are, elected to the offices set forth opposite their names below, to hold such offices from the effective date set forth below until their successors have been elected and qualified or until their earlier resignation, removal or death:

<u>Name</u>	<u>Office(s)</u>
Camilo Patrignani	President
Bert Diaz	Secretary

RESOLVED, that the authority heretofore granted to, and any and all actions heretofore taken by, the managers in connection with these resolutions be, and the same hereby are, ratified, confirmed and approved in all respects; and be it further

RESOLVED, that the officers of the Company be, and each of them hereby is authorized, empowered and directed to take all further action to execute, deliver, certify and file all such further instruments and documents, in the name and on behalf of the Company, and to take all such actions as such officers or any of them shall approve as necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

This Written Consent may be executed in any number of counterparts, each of which shall be deemed an original and which together shall constitute one and the same instrument.

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned, being all the Managers of the Company, have executed this Written Consent, effective as of March 1, 2020.

By: 
Name: Camilo Patrignani, as Manager

By: 
Name: Bert Diaz, as Manager

**WRITTEN CONSENT OF THE SOLE MEMBER OF
L'ANSE WARDEN ELECTRIC COMPANY LLC**

The undersigned, being the sole member of L'Anse Warden Electric Company LLC, a Delaware limited liability company (the "Company"), hereby adopts the following resolutions by this Written Consent pursuant to Section 4.1(b) of the Company's Operating Agreement.

RESOLVED, that effective as of January 31, 2020 Fidel Andueza is hereby removed as a Manager of the Company, and be it further

RESOLVED, that effective immediately the following individuals be, and they hereby are, elected to the offices set forth opposite their names below, to hold such offices from the effective date set forth below until their successors have been elected and qualified or until their earlier resignation, removal or death:

<u>Name</u>	<u>Office(s)</u>
Camilo Patrignani	Manager
Bert Diaz	Manager

RESOLVED, that the authority heretofore granted to, and any and all actions heretofore taken by, the managers in connection with these resolutions be, and the same hereby are, ratified, confirmed and approved in all respects; and be it further

RESOLVED, that the officers of the Company be, and each of them hereby is authorized, empowered and directed to take all further action to execute, deliver, certify and file all such further instruments and documents, in the name and on behalf of the Company, and to take all such actions as such officers or any of them shall approve as necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this Written Consent, effective as of March 1, 2020.

CONVERGEN ENERGY LLC

By: 

Name: Bert Diaz, its Secretary